

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

FILED
U.S. BANKRUPTCY COURT

2018 NOV -6 P 3 11

S.D. OF N.Y.

In re:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors

(Jointly Administered)

**NOTICE OF RECLAMATION CLAIM OF
WICKED FASHIONS, INC.**

PLEASE TAKE NOTICE that Wicked Fashions, Inc. (“WFI”) hereby files this Notice of Reclamation Claim pursuant to 11 U.S.C. Section 546(c) and section 2-702 of the Uniform Commercial Code, and other applicable non-bankruptcy law, and gives notice that on October 29, 2018, WFI served a demand for reclamation of goods (the “Reclamation Demand”) pursuant to Section 546(c) of the United States Bankruptcy Code. A copy of the Reclamation Demand (without enclosure) is attached as Exhibit A.

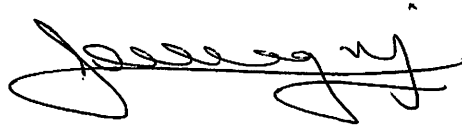
The Goods were sold by WFI in the ordinary course of business and delivered to the Debtors in the forty-five (45) days prior to the commencement of the Debtors’ bankruptcy proceedings on October 15, 2018 (the “Petition Date”). WFI is informed and believes the Debtors were insolvent at the time they received delivery of the Goods. WFI incorporates by reference, and attaches as Exhibit A, a copy of the written demand for reclamation and list of invoices and related information for the Goods (the “Reclamation Demand”).

PLEASE TAKE FURTHER NOTICE that WFI reserves all of its rights with respect to the Goods, including, without limitation, (i) its right to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors

on or after October 15, 2018; (ii) its right to assert a 20-day administrative priority claim pursuant to 11 U.S.C. § 503(b)(9); (iii) its right to assert a “new value” defense to any preference demand pursuant to 11 U.S.C. § 547(c)(4); (iv) its right to file additional demands or claims, including without limitation, a proof of claim; and (v) its right to assert any other rights under applicable law. By filing this Notice, WFI does not consent to entry of final orders of the bankruptcy court on non-core issue and claims, and does not waive any jurisdictional defenses and reserves its rights to amend this Notice.

Dated: October 30, 2108

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'David Jeong', is written over a horizontal line.

David Jeong

Chief Financial Officer

WICKED FASHIONS, INC.

Tel: 201-242-5900 Ext 1388

Fax: 201-242-8460

Email: DavidJeong@southpole-usa.com

SCHEDULE 1

Wicked Fashions, Inc./South Pole

BANKRUPTCY RECLAMATION DEMAND In re SEARS HOLDING CORPORATION

October 29, 2018

VIA EMAIL and UPS

Jacqueline Marcus, Esq.
Weil Gotshal & Manges, LLP
767 5th Avenue
New York, NY 10153

Via UPS

Sears Holdings Corporation
3333 Beverly Road
Hoffman Estates, IL 60179

Re: **In Re Sears Holdings Corporation. et al. Case No.: 18-23538 (RDD) (Bankr. S.D.N.Y.); Reclamation Demand by Wicked Fashions, Inc.**

Dear Sir or Madam:

Demand is hereby made upon you pursuant to § 2-702 of the Uniform Commercial Code, and/or §546(c)(1) of the United States Bankruptcy Code, for the return of all goods that the undersigned had sold to you and you had received within forty-five (45) days before your bankruptcy filing date of October 15, 2018. This demand specifically includes, but is not limited to, goods identified in Schedule 1 annexed hereto, and also include proceeds from the sale of such goods.

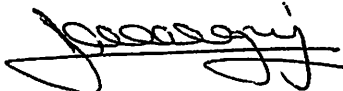
Please contact the undersigned for instructions in connection with the return of the goods. You are further notified that, except as otherwise required by applicable law, all goods subject to our right of reclamation must be protected and segregated by you and shall not be used for any purpose whatsoever except those specifically authorized following notice and a hearing by the Bankruptcy Court or other court.

We make this demand for reclamation without prejudice to all other rights and remedies available to us, at law or in equity, including but not limited to, our right to an allowed administrative expense claim under § 503(b)(9) of the Bankruptcy Code for all goods received by you within twenty (20) days before the date of commencement of your bankruptcy case. We also reserve the right to amend and supplement this reclamation claim and to make additional reclamation and other claims that we may have in law or equity. This reclamation claim is not intended to be and shall not be construed as an election of

our remedies, a waiver of any past, present or future default or events of default by Sears or its affiliates, or a waiver or limitation of any rights or remedies.

Very truly yours,

WICKED FASHIONS, INC.

By: 
David Jeong
Chief Financial Officer
davidj@southpole-usa.com

SCHEDULE 1
TO RECLAMATION DEMAND OF WICKED FASHIONS, INC.

In SEARS HOLDINGS. et al.
Case number: 18-23538 (RDD);

Customer	Invoice No.	Invoice Amount
Sears Holdings Corporation	06392382	\$144,912.00



WICKED FASHIONS, INC. DUNS# 785773813

222 Bridge Plaza South
Fort Lee, NJ 07024 USA
201-242-5900



INVOICE

INVOICE	
DATE	NUMBER
09/26/18	06392382

BILL TO	SHIP TO
SEARS HOLDINGS CORPORATION SEARS HOLDINGS CORPORATION SEARS HOLDINGS ACCOUNTING 4849 GREENVILLE AVENUE SUITE 1000 DALLAS, TX 75206 USA SETX001	KMART DISTRIBUTION CENTER SEARS HOLDINGS CORPORATION WESTERN RSC # 8780 - MIL 3100 MILLKEN AVENUE MIRA LOMA, CA 91752 USA SETX001-8780

CUST. P.O NO	DEPT NO.	STORE NO	SHIP VIA	TERMS	CURR.	SLSP	DUE DATE
08780038381	034	8780	INTERMODAL SALES CORPORAT	OTHERS N30	USD	HOUSE	10/26/18

STYLE	COLOR	DM/PK	DESCRIPTION				QTY	SALES PRICE	AMOUNT
18325-1454	BK	BB	S	M	L	XL	1,560	\$5.50	\$8,580.00
PINTUCK BIKER T-SHIRT			2	4	4	2			
18325-1454	WH	BB	S	M	L	XL	1,572	\$5.50	\$8,646.00
PINTUCK BIKER T-SHIRT			2	4	4	2			
18325-1518	GN	BB	S	M	L	XL	1,044	\$11.00	\$11,484.00
COLOR BLOCK FLEECE FULL ZIP			2	4	4	2			
18325-1518	HGY	BB	S	M	L	XL	792	\$11.00	\$8,712.00
COLOR BLOCK FLEECE FULL ZIP			2	4	4	2			
18325-1542	MRBK	BB	S	M	L	XL	1,800	\$11.00	\$19,800.00
SIDE PANEL MARLED FLEECE FULL ZIP			2	4	4	2			
18325-1542	MRNY	BB	S	M	L	XL	1,140	\$11.00	\$12,540.00
SIDE PANEL MARLED FLEECE FULL ZIP			2	4	4	2			
18325-1561	BK	BB	S	M	L	XL	2,100	\$7.50	\$15,750.00
FLEECE PANT WITH SIDE STRIPE			2	4	4	2			
18325-1561	HGY	BB	S	M	L	XL	1,260	\$7.50	\$9,450.00
FLEECE PANT WITH SIDE STRIPE			2	4	4	2			
9005-1590	MRBK	BB	S	M	L	XL	2,544	\$7.50	\$19,080.00
FLEECE JOGGER			2	4	4	2			
9005-1590	MRNY	BB	S	M	L	XL	2,544	\$7.50	\$19,080.00
FLEECE JOGGER			2	4	4	2			
9005-1590	MROV	BB	S	M	L	XL	1,572	\$7.50	\$11,790.00
FLEECE JOGGER			2	4	4	2			
TOTAL							17,928		\$144,912.00

PICK #	11067907	REMIT TO WICKED FASHIONS, INC 222 BRIDGE PLAZA SOUTH FORT LEE NJ 07024	SUB TOTAL	\$144,912.00
OUR ORDER #	3591992		DISCOUNT	\$0.00
NO. CTNS.	1494		FREIGHT	\$0.00
WEIGHT	14014.56		MISC.	
TRACKING #			TOTAL AMOUNT	\$144,912.00
APPROVAL #	HC09192018			
B/L #	08839120101353581			

CREDITS DEDUCTIONS OR RETURNS WILL NOT BE ALLOWED ON THIS INVOICE UNLESS CLAIM IS MADE WITHIN TEN DAYS AFTER RECEIPT OF GOODS.
RETURNS WILL NOT ACCEPTED WITHOUT A WRITTEN AUTHORIZATION AND RETURN LABEL ON PACKAGE.
SHIPPERS RESPONSIBILITY IS LIMITED OF DELIVERY TO CARRIER.